

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Eastern District of Virginia
(State)

Case number (if known): _____

Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name

The Gymboree Corporation

2. All other names debtor used in the last 8 years

N/A

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN)

94-2615258

4. Debtor's address

Principal place of business

71 Stevenson Street, Suite 2200

Number Street

Mailing address, if different from principal place of business

Number Street

P.O. Box

San Francisco, California 94105

City State Zip Code

City State Zip Code

Location of principal assets, if different from principal place of business

Number Street

City State Zip Code

5. Debtor's website (URL)

http://www.gymboree.com/

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: _____

Debtor The Gymboree Corporation Name _____ Case number (if known) _____

7. Describe debtor's business**A. Check One:**

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
 - Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
 - Railroad (as defined in 11 U.S.C. § 101(44))
 - Stockbroker (as defined in 11 U.S.C. § 101(53A))
 - Commodity Broker (as defined in 11 U.S.C. § 101(6))
 - Clearing Bank (as defined in 11 U.S.C. § 781(3))
 - None of the above
-

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
 - Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
 - Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))
-

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4481**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check One:**

- Chapter 7
- Chapter 9
- Chapter 11. *Check all that apply:*

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

 Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

No Yes. District _____ When _____ Case number _____ MM/DD/YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____ MM/DD/YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No Yes. Debtor See Rider 1 Relationship Affiliate

List all cases. If more than 1, attach a separate list.

District Eastern District of Virginia When 6/11/2017

Case number, if known _____ MM / DD / YYYY

Debtor The Gymboree Corporation _____ Case number (if known) _____
 Name _____

- 11. Why is the case filed in *this* district?** *Check all that apply:*
- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.
-

- 12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**
- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
- Why does the property need immediate attention? (Check all that apply.)**
- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. _____
- What is the hazard? _____
- It needs to be physically secured or protected from the weather. _____
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options). _____
- Other _____
-

Where is the property? _____

Number	Street

City	State

Zip Code	

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

- 13. Debtor's estimation of available funds** *Check one:*
- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.
-
- 14. Estimated number of creditors**
- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |
-
- 15. Estimated assets**
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |
-

Debtor The Gymboree Corporation Case number (if known) _____
 Name _____

- 16. Estimated liabilities**
- | | | | | | |
|--------------------------|-----------------------|--------------------------|-----------------------------|-------------------------------------|-------------------------------|
| <input type="checkbox"/> | \$0-\$50,000 | <input type="checkbox"/> | \$1,000,001-\$10 million | <input type="checkbox"/> | \$500,000,001-\$1 billion |
| <input type="checkbox"/> | \$50,001-\$100,000 | <input type="checkbox"/> | \$10,000,001-\$50 million | <input checked="" type="checkbox"/> | \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> | \$100,001-\$500,000 | <input type="checkbox"/> | \$50,000,001-\$100 million | <input type="checkbox"/> | \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> | \$500,001-\$1 million | <input type="checkbox"/> | \$100,000,001-\$500 million | <input type="checkbox"/> | More than \$50 billion |
-

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 6/11/2017
 MM/ DD / YYYY

X /s/ James A. Mesterharm **James A. Mesterharm**
 Signature of authorized representative of debtor Printed name
 Title Authorized Signatory

18. Signature of attorney

X /s/ Michael A. Condyles Date 6/11/2017
 Signature of attorney for debtor MM/ DD/YYYY

Michael A. Condyles
 Printed name
Kutak Rock LLP
 Firm name
901 East Byrd Street, Suite 1000
 Number Street
Richmond **VA** **23219-4071**
 City State ZIP Code
804-343-5227 **michael.condyles@kutakrock.com**
 Contact phone Email address
27807 **VA**
 Bar number State

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Eastern District of Virginia
(State)

Case number (*if known*): _____

Chapter 11

Check if this is an amended filing

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Eastern District of Virginia for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to this chapter 11 case of The Gymboree Corporation.

- Giraffe Intermediate B, Inc.
- The Gymboree Corporation
- Gym-Card, LLC
- Gym-Mark, Inc.
- Gymboree Manufacturing, Inc.
- Gymboree Retail Stores, Inc.
- Gymboree Operations, Inc.
- S.C.C. Wholesale, Inc.

Official Form 201A (12/15)

[If debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)) Chapter 11
))
THE GYMBOREE CORPORATION,)) Case No. 17-_____ (____)
))
Debtor.))
))

Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 000-21250

2. The following financial data is the latest available information and refers to the debtor's condition on January 28, 2017, as reported in the 10-Q dated March 14, 2017.

(a) Total assets ¹	\$ <u>755,498,000</u>	
(b) Total debts (including debts listed in 2.c., below)	\$ <u>1,364,646,000</u>	
(c) Debt securities held by more than 500 holders		Approximate number of holders:
secured <input type="checkbox"/> unsecured <input checked="" type="checkbox"/> subordinated <input type="checkbox"/>	\$ <u>171,000,000</u>	<u>650</u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ <u> </u>	<u> </u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ <u> </u>	<u> </u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ <u> </u>	<u> </u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ <u> </u>	<u> </u>
(d) Number of shares of preferred stock		<u>N/A</u>
(e) Number of shares of common stock		<u>1,000</u>

Comments, if any: _____

3. Brief description of debtor's business: The Company is one of the largest children's apparel retailers in North America. As of January 28, 2017, the Company operated a total of 1,291 retail stores.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: As of March 14, 2017, the Company had 1,000 shares of common stock outstanding all of which are owned by Giraffe Holding, Inc., the registrant's indirect parent holding company, and are not publicly traded.
Bain Capital Fund X, L.P., indirectly, through Gymboree Holding, Ltd., Gymboree Investment Holdings, LLC, and Giraffe Holding, Inc., owns 95.396% of the voting common stock of The Gymboree Corporation.

¹ Assets and debts are for the total enterprise as reported in the 10-Q dated March 14, 2017.

Fill in this information to identify the case:

Debtor name The Gymboree Corporation, et al.

United States Bankruptcy Court for the: Eastern District of Virginia

Case number (*If known*): _____ (State)

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.

	Name of Creditor and Complete Mailing Address, including ZIP Code	Name, Telephone Number, and Email Address of Creditor Contact	Nature of Claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is Contingent, Unliquidated or Disputed	Amount of Claim		
					Total Claim, if Partially Secured	Deduction for Value of Collateral or Setoff	Unsecured Claim
1	DEUTSCHE BANK TRUST COMPANY AMERICAS TRUST AND SECURITIES SERVICES 60 WALL STREET, 27TH FLOOR MS: NYC60-2710 NEW YORK, NEW YORK 10005	Name: CORPORATES TEAM / GIRAFFE ACQUISITION CORPORATION Phone: 866-243-9656 Fax: 732-578-4635 Email: DB@AMSTOCK.COM	9.125% SENIOR NOTES DUE IN DECEMBER 2018				\$171,006,000
2	HANSOLL TEXTILE LTD. HANSOLL TEXTILE BLDG., 268 SONGPA-DAERO, SONGPA-GU SEOUL, KOREA	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$7,610,991
3	TIP TOP FASHIONS LTD IND. PLOT NO#1, AVENUE-1, BLOCK-E, SECTION-11, MIRPUR DHAKA, BANGLADESH	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$5,034,443
4	ROYAL CLASSIC MILLS (P) LTD 31,PULIYAMARA THOTTAM,MANGALAM ROAD TIRUPUR, TAMILNADU, INDIA	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$4,981,204
5	NEXT COLLECTIONS LTD 1323-1325 BERON, ASHulia, SAVAR DHAKA, BANGLADESH	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$4,837,232

Debtor _____

Case number (if known) _____

	Name of Creditor and Complete Mailing Address, including ZIP Code	Name, Telephone Number, and Email Address of Creditor Contact	Nature of Claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is Contingent, Unliquidated or Disputed	Amount of Claim		
					Total Claim, if Partially Secured	Deduction for Value of Collateral or Setoff	Unsecured Claim
6	PAO YUAN GARMENTS CORP. NO.3, LANE 616, SEC. 2ND, CHUNG SHANG RD., CHUNG HO DIST. NEW TAIPEI CITY, TAIWAN	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$4,396,271
7	NAMYANG INTERNATIONAL CO., LTD RM# 2601 , KOREA WORLD TRADE CENTER, 159-1, SAMSUNG-DONG, KANGNAM-GU SEOUL, KOREA	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$3,481,791
8	GLORY INDUSTRIES LTD 7/A, SHOLASHAHAR LIGHT INDUSTRIAL AREA, BAIZID BOSTAMI ROAD CHITTAGONG, BANGLADESH	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$3,356,388
9	EASTMAN EXPORTS GLOBAL CLOTHING (P) LTD 5/591, SRI LAKSHMI NAGAR, PITCHAMPALAYAM PUDUR TIRUPUR, TAMILNADU, INDIA	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$3,245,404
10	PANWIN DESIGNS LIMITED CS 576, BANIARCHALA (BAGHER BAZAR), BABANIPUR, GAZIPUR SADAR, GAZIPUR. BANGLADESH	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$2,795,435
11	LIM LINE APPAREL CO. LTD. 844/60 SOI WATCHANNAI, NEW ROAD, BANGKLO,BANGKHOLAEM, BANGKOK, THAILAND	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$2,564,223
12	YUMARK ENTERPRISES CORP. 14 FL, 67, SEC 2, TUN HWA S.RD., TAIPEI, TW	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$2,371,424
13	JUBILEETEX 4/316 , KUMARASAMY NAGAR, PITCHAMPALAYAM PUDUR (PO),TIRUPUR, TAMIL NADU, INDIA	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$2,347,736
14	J.K. KNIT COMPOSITE LTD HOLDING NO: 10/1, SHOP NO; SOUTH DORIAPUR, SAVAR, DHAKA, BANGLADESH	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$2,257,057

Debtor _____

Case number (if known) _____

	Name of Creditor and Complete Mailing Address, including ZIP Code	Name, Telephone Number, and Email Address of Creditor Contact	Nature of Claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is Contingent, Unliquidated or Disputed	Amount of Claim		
					Total Claim, if Partially Secured	Deduction for Value of Collateral or Setoff	Unsecured Claim
15	PT UNI KYUNG SEUNG INTERNATIONAL JL. SUMATRA BLOK D 17 BI (KBN) CAKUNG, KEL. SUKAPURA, KEC. CILINCING, JAKARTA, ID	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$2,245,239
16	KG FASHION CO., LTD. 2F JUNG WOO B/D, 39-8 SAUM SUNG-DONG, GANG NAM-GU, SEOUL, KOREA	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$2,087,408
17	GENERAL LION FOOTWEAR (INTERNATIONAL) LTD UNIT 405, 4TH FLOOR, YICK TAI IND BLG, 650-652 CASTLE PEAK RD, LAI CHI KOK, KOWLOON, HK	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$1,941,174
18	PAN PACIFIC CO LTD. 12, DIGITAL-RO 31-GIL, GURO-GU SEOUL, KOREA	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$1,927,093
19	MAWNA FASHIONS LTD TEPIRBARI, SREEPUR, GAZIPUR, BANGLADESH	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$1,820,629
20	CONCEPT KNITTING LIMITED TILARGATI, SATAISH BAZAR, TONGI, GAZIPUR.BANGLADESH	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$1,819,454
21	TA TRADING CO., LTD 194, DONGIL-RO, GWANGJIN-GU, SEOUL, KOREA	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$1,809,522
22	PT. BINA BUSANA INTERNUSA JL INSPEKSI CAKUNG DRAIN KM2, JAKARTA UTARA, DKI JAKARTA, ID	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$1,747,012
23	NAM PO FOOTWEAR LTD. UNIT NO.1501,15\F,PROSPERITY CENTER, 25 CHONG YIP STREET, KWUN TONG,KOWLOON, HONG KONG	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$1,427,168
24	ORACLE AMERICA, INC. 1001 SUNSET BLVD, ATTN: LEASE ADMINISTRATION, ROCKLIN, CA 95765 US	Name:PHYLLIS SAVAGE Phone: 916-315-5845 Fax: 650-506-7114 Email: PHYLISS.SAVAGE@ORACLE.COM	LEASE	DISPUTED			\$1,259,548

Debtor _____

Case number (if known) _____

	Name of Creditor and Complete Mailing Address, including ZIP Code	Name, Telephone Number, and Email Address of Creditor Contact	Nature of Claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is Contingent, Unliquidated or Disputed	Amount of Claim		
					Total Claim, if Partially Secured	Deduction for Value of Collateral or Setoff	Unsecured Claim
25	TONGXIANG COLAX INDUSTRIAL NO.3033,EAST HUAN CHENG ROAD, WU TONG INDUSTRIAL ZONE, TONG XIANG, ZHE JIANG, CHINA	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$1,055,908
26	PT. MONDRIAN, JL KH HASYIM ASHARI NO 171 BY PASS KLATEN, KLATEN, CENTRAL JAVA, INDONESIA	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$1,034,330
27	ZHANGJIAGANG DONGDU TEXTILE, NO. 638 JINGANG DADAO, ZHANGJIAGANG, JIANGSU, CHINA	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$975,486
28	PT. DAN LIRIS, KELURAHAN BANARAN , KECAMATAN GROGOL, CEMANI, SUKOHARJO, CENTRAL JAVA, INDONESIA	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$919,867
29	GLIDER CO. LTD., 4F, 222, SEC.2, JIN-SHAN S. ROAD, TAIPEI, TAIWAN	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$911,034
30	COGNIZANT TECHNOLOGY SOLUTIONS 211 QUALITY CIRCLE COLLEGE STATION, TX 77845	Name: NARAYANI VENKATESH-DIXIT Phone: 925-523-8292 Fax: 979 691 7750 Email: NARAYANI.VENKATESH-DIXIT@COGNIZANT.COM	TRADE PAYABLE				\$901,727
31	HANSAE CO., LTD. (YEOUIDO-DONG, 5F), 29, EUNHAENG-RO, YEONGDEUNGPO-GU, SEOUL, KOREA	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$870,178
32	VIJAY GARMENTS LIMITED, PLOT NO D-3(2), MEPZ-SEZ, TAMBARAM, CHENNAI, TAMIL NADU INDIA	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$861,183
33	SPRINGFIELD GARMENT CO. LTD., 33 SOI PHETKASAME 33/1 PHETKASAME ROAD, BANG-WHUA, PHASYSHAREON, BANGKOK, THALIAND	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$812,816
34	TOOKU TRADING CORP LTD. (GMI) UNIT 1305, 13/F, PROSPERITY PLACE 6 SHING YIP STREET, KWUN TONG KOWLOON, HONG KONG	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$754,284

Debtor _____

Case number (if known) _____

	Name of Creditor and Complete Mailing Address, including ZIP Code	Name, Telephone Number, and Email Address of Creditor Contact	Nature of Claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is Contingent, Unliquidated or Disputed	Amount of Claim		
					Total Claim, if Partially Secured	Deduction for Value of Collateral or Setoff	Unsecured Claim
35	SUNTEX GARMENTS LIMITED, 45/F, HUALI INTERNATIONAL BUILDING, NO.67, ZHUIJIANG ROAD, NANJING, JIANGSU, CHINA	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$747,340
36	SHINWON CORPORATION SHINWON BLDG, 328 DONGMAK-RO, MAPO-GU, SEOUL, KOREA	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$713,534
37	PRO-HOT ENTERPRISE CO., LTD., 4FL., NO.12, LANE 181, SEC. 2, JUI ZONG ROAD, NEI HU DISTRICT, TAIPEI CITY, TAIWAN	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$691,257
38	PEARL GLOBAL (HK) LIMITED, UNIT 801-3, 8/F, 9 WING KONG STREET, CHEUNG SHA WAN, KOWLOON, HONG KONG	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$682,453
39	WINGA GARMENT FACTORY, UNIT 23-28A 11/FL., PROFIT INDUSTRIAL BUILDING, 1-15 KWAI FUNG CRESCENT, NEW TERRITORIES, HONG KONG	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$665,340
40	LI & FUNG 7/F HK SPINNERS INDUSTRIAL BUILDING, PHASES I & II 800 CHEUNG SHA WAN ROAD, KOWLOON, HONG KONG	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$642,732
41	SHARTEX INTERNATIONAL TRADING 10F,BLOCK A, 688 DALIAN ROAD, SHANGHAI, CHINA	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$609,025
42	CAPITAL SHOES FACTORY ROOM 2704, 27/FLOOR, AITKEN VANSION CENTRE, 61 HOI YUEN ROAD, KWUN TONG, KOWLOON, HONG KONG	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$587,955
43	XIAMEN WELLEAST CO., LTD 29F, LIXIN PLAZA, NO.90 HUBIN SOUTH ROAD, XIAMEN, FUJIAN, CHINA	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$568,767
44	WORLDMAX GARMENT LIMITED, 7/F., TRUST CENTER , 912-914 CHEUNG SHA WAN ROAD, KOWLOON, HONG KONG	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$566,727

Debtor _____

Case number (if known) _____

	Name of Creditor and Complete Mailing Address, including ZIP Code	Name, Telephone Number, and Email Address of Creditor Contact	Nature of Claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is Contingent, Unliquidated or Disputed	Amount of Claim		
					Total Claim, if Partially Secured	Deduction for Value of Collateral or Setoff	Unsecured Claim
45	TOP RISE GARMENT FACTORY (O/B TOP RISE INDUSTRIAL CO., LTD.) FLAT A & B, 8/F., LUCKY FACTORY BUILDING, 63-65 HUNG TO ROAD, KWUN TONG, KOWLOON, HK	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$540,907
46	SEYANG CORPORATION 2F SEYANG B/D, 424-6 DOGOK-DONG, GANGNAM-GU, SEOUL, KOREA	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$511,277
47	FULKI ENTERPRISE CO. LTD. 1F., NO.671-673, SEC. 1, YUANJI RD, SHETOU SHIANG, CHANGHUA COUNTY, TAIWAN	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$510,855
48	RADAR TOP LTD., FLAT C9. BLK C.3/F.,HONG KONG IND.CTR.,489-491 CASTLE PEAK ROAD,KOWLOON,HONG KONG.	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$473,317
49	SONIA AND SWEATERS LTD. 604, KONDOLBAGH, TAIBPUR, ASHULIA ROAD SAVAR,DHAKA, BANGLADESH	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$453,302
50	KANY FOOTWEAR CORP. NO 9 HAIJING ROAD, XIBIN JINJIANG, FUJIAN, 362200	Name: CARMEN CHAU Phone: 852 2806 7980 Fax: 852 3929 1329 Email: CARMENCHAU@LFSOURCING.COM	TRADE PAYABLE				\$416,777

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:) Chapter 11
THE GYMBOREE CORPORATION,) Case No. 17-_____ (_____
Debtor.)
)

LIST OF EQUITY SECURITY HOLDERS¹

Equity Holders (Type of Holding)	Address of Equity Holder	Class / Kind of Interest	Percentage of Equity Held
Giraffe Intermediate B, Inc. (Direct Holder)	71 Stevenson Street, Suite 2200 San Francisco, California 94105	Common Stock ²	100%
Giraffe Intermediate A, Inc. (Indirect Holder)	71 Stevenson Street, Suite 2200 San Francisco, California 94105	Common Stock	100%
Giraffe Holding, Inc. (Indirect Holder)	71 Stevenson Street, Suite 2200 San Francisco, California 94105	Common Stock	100%
Gymboree Investment Holdings, LLC (Indirect Holder)	71 Stevenson Street, Suite 2200 San Francisco, California 94105	Common Stock ³	99.67%
Gymboree Holding, Ltd. (Indirect Holder)	71 Stevenson Street, Suite 2200 San Francisco, California 94105	Common Stock	99.67%
Bain Capital Fund X, L.P. (Indirect Holder)	John Hancock Tower 200 Clarendon Street Boston, Massachusetts 02116	Common Stock	95.396% ⁴

¹ This list serves as the disclosure required to be made by the debtor pursuant to rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

² The Gymboree Corporation has only one class of common voting stock.

³ Gymboree Investment Holdings, LLC holds its interest in The Gymboree Corporation indirectly through its holdings in two classes of common stock (Classes A and L) issued by Giraffe Holding, Inc.

⁴ Bain Capital Fund X, L.P., indirectly through its holdings in three classes of common shares (Classes A, C, and L) of Gymboree Holding, Ltd., and then through Gymboree Investment Holdings, LLC, Giraffe Holding, Inc., Giraffe Intermediate A, Inc., and Giraffe Intermediate B, Inc., holds 95.396% of the common stock of The Gymboree Corporation.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:) Chapter 11
THE GYMBOREE CORPORATION,) Case No. 17-_____ (_____
Debtor.)
)

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
Giraffe Intermediate B, Inc. (Direct Holder)	100%
Giraffe Intermediate A, Inc. (Indirect Holder)	100%
Giraffe Holding, Inc. (Indirect Holder)	100%
Gymboree Investment Holdings, LLC (Indirect Holder)	99.67%
Gymboree Holding, Ltd. (Indirect Holder)	99.67%
Bain Capital Fund X, L.P. (Indirect Holder)	95.396%

Fill in this information to identify the case and this filing:	
Debtor Name	The Gymboree Corporation
United States Bankruptcy Court for the:	Eastern District of Virginia (State)
Case number (If known):	

Official Form 202
Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration: List of Equity Security Holders, Corporate Ownership Statement, Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

Is/ James A. Mesterharm

6/11/2017

MM/ DD/YYYY

Signature of individual signing on behalf of debtor

James A. Mesterharm

Printed name

Authorized Signatory

Position or relationship to debtor

The Gymboree Corporation

Unanimous Written Consent of Directors

Dated as of June 11, 2017

The undersigned hereby represents that the Board of Directors (the “Boards”) of The Gymboree Corporation, a Delaware corporation, **HEREBY CONSENTS** to the taking of the following actions and **HEREBY ADOPTS** the following resolutions by unanimous written consent (this “Written Consent”), pursuant to applicable law.

Chapter 11 Filing

WHEREAS, the Board has considered presentations by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available, and the effect of the foregoing on the Company’s business; and

WHEREAS, the Board has had the opportunity to consult with the management and the financial and legal advisors of the Company and fully consider each of the strategic alternatives available to the Company.

NOW, THEREFORE, BE IT,

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company (including a consideration of the Company’s creditors and other parties in interest) that the Company shall be, and hereby is, authorized to file, or cause to be filed, a voluntary petition for relief (the “Chapter 11 Case”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in a court of proper jurisdiction (the “Bankruptcy Court”) and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States; and

RESOLVED, that any officers of the Company (collectively, the “Authorized Signatories”), acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered and directed to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business.

Retention of Professionals

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “Kirkland”) as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any

motions, objections, replies, applications or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kirkland.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the law firm of Kutak Rock LLP (“Kutak”) as local bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any motions, objections, replies, applications or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kutak.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the law firm of Munger, Tolles & Olson LLP (“Munger”) as counsel in connection with the matters delegated to that certain Special Committee of the Board of The Gymboree Corporation, established on May 18, 2017; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Munger.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm Lazard Frères & Co. LLC as investment banker to, among other things, assist the Company in evaluating its business and prospects, developing a long-term business plan, developing financial data for evaluation by the Board, creditors, or other third parties, as requested by the Company, evaluating the Company’s capital structure, responding to issues related to the Company’s financial liquidity, and in any sale, reorganization, business combination, or similar disposition of the Company’s assets; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Lazard Frères & Co. LLC

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm AlixPartners, LLP, as restructuring advisor, and to appoint James A. Mesterharm as Chief Restructuring Officer of the Company to represent and assist the Company in carrying out their duties under the Bankruptcy Code, and Liyuan Woo as interim Chief Financial Officer of the Company, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of

AlixPartners, LLP and to appoint James A. Mesterharm as Chief Restructuring Officer of the Company and Liyan Woo as interim Chief Financial Officer of the Company.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm of Prime Clerk LLC as notice and claims agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Prime Clerk LLC.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm of A&G Realty Partners, LLC as real estate consultant to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of A&G Realty Partners, LLC.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Signatories deem necessary, proper, or desirable in connection with the Company's Chapter 11 Case, with a view to the successful prosecution of such case.

General

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each of the Authorized Signatories (and their designees and delegates) be, and they hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such director's judgment, shall be necessary,

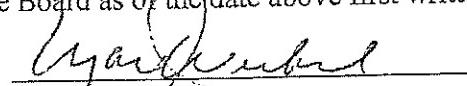
advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED, that all members of the Board of the Company have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice.

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of the Board.

RESOLVED, that each of the Authorized Signatories (and their designees and delegates) be, and hereby is, authorized and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Signatory shall deem necessary or desirable in such Authorized Signatory's reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

IN WITNESS WHEREOF, the undersigned represents that the Board has authorized the undersigned to execute this Consent on behalf of the Board as of the date above first written.



Mark Weikel
Director

Joshua Bekenstein
Director

Johnathan Belitsos
Director

Maxine Clark
Director

Jordan Hitch
Director

Marko Kivistö
Director

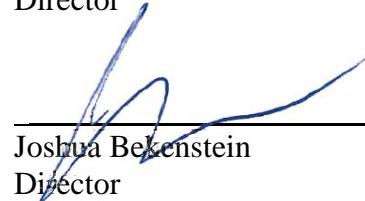
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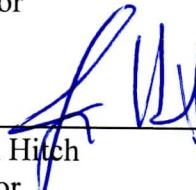
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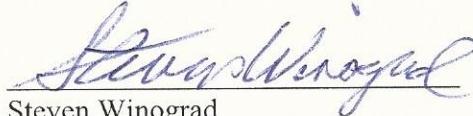
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[Signature Page to the Filing Consent of (The Gymboree Corporation)]